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LAW OFFICES
LAWRENCE J. MARCHBANKS, P.A.

110 CLEVELAND AVENUE
WILDWOOD, FL 34785

TELEPHONE: (352) 748-5888
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July 2, 1999

Florida Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, FL 32399

300002924163--2
-07/06/99--01142--002
****285.00 ****285.00

Re: ARL Cattle Co., L.L.C.

Dear Sir/Madam:

Enclosed you will find an original and one copy of the Articles of Organization of ARL Cattle Co., L.L.C., with Affidavit required by Florida Statute 608.408(3). I would appreciate it if you would file the original Articles of Organization in your office. After the Articles of Organization have been filed, please mail the certified copy of the Articles of Organization to my office.

You will also find enclosed a check in the amount of \$285.00 to cover your fees.

If you have any questions, or should require additional information, please give me a call at your convenience.

Very truly yours,


Lawrence J. Marchbanks

LJM/fa
Enclosures

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**ARTICLES OF ORGANIZATION
OF
ARL CATTLE CO., LLC
LIMITED LIABILITY COMPANY**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I — Name:

The name of the limited liability company (hereinafter referred to as the "Company") is "ARL CATTLE CO., LLC"

ARTICLE II — Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 110 Cleveland Avenue, Wildwood, FL 34785

ARTICLE III — Duration:

The period of duration for the Limited Liability Company shall be: Perpetual

ARTICLE IV — Management:

The LLC is to be managed by the members and the names and addresses of the Managing Members are:

Raiford Dunn
2418 Hubb Street
Coleman, FL 33525

Annette Miller
1945 E. Highway 462
Wildwood, FL 34785

Lawrence J. Marchbanks and Lesli Marchbanks Shoemaker,
Joint Tenants with Rights of Survivorship
13344 CR 245
Oxford, FL 34484

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ARTICLE V — Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: As approved by the members and in accordance with the provisions of the Regulations.

ARTICLE VI — Members' Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be: Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of an event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall terminate and the limited liability company shall be dissolved, unless a majority of the remaining members of limited liability company agrees to continue the business of the limited liability company.

ARTICLE VII — Limitation on Agency Authority of Members

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

ARTICLE VIII — Affidavit of Membership and Contributions

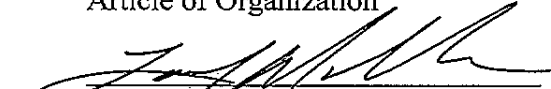
The undersigned member or authorized representative of a member of ARL Cattle Co., LLC, certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is
\$7,000.00;
- 3) if any, the agreed value of property other than cash
contributed by member(s) is (A description of the property
attached and made a part hereto); and
\$ -0- ;
- 4) the total amount of cash and property contributed and
anticipated to be contributed by member(s) is

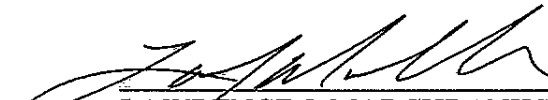
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\$21,000.00.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged
them to be my act this 2nd day of July, 1999.

Member authorized to Execute
Article of Organization


Lawrence J. Marchbanks

(In accordance with Section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts stated
herein are true.)


LAWRENCE J. MARCHBANKS

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STATE OF FLORIDA

COUNTY OF SUMTER

The foregoing instrument was acknowledged before me this 2nd day of July, 1999, by
LAWRENCE J. MARCHBANKS, who is personally known to me.


Notary Public

My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE, AND NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, ARL Cattle Co., L.L.C., desiring to organize under the laws of the State of Florida with its principal office as indicated in its Articles of Organization in the City of Wildwood, County of Sumter, State of Florida, has named Lawrence J. Marchbanks, whose address is 110 Cleveland Avenue, Wildwood, Florida 34785, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named as the registered agent for the above limited liability company at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping open said office.

Dated: _____

July 2, 1999


LAWRENCE J. MARCHBANKS

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